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Proposed Attorneys for Hotels Nevada, LLC and  
Inns Nevada, LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

HOTELS NEVADA, LLC, a Nevada Limited  
Liability Company, INNS NEVADA, LLC, a  
Nevada Limited Liability Company; and  
SILVERLEAF DEVELOPMENT, LLC, a  
California corporation,

Plaintiffs,

vs.

L.A. PACIFIC CENTER, INC., a California  
corporation; RICHARD ALTER, a California  
resident, and DOES 1 through 100, inclusive,

Defendants.

In Proceedings Under Chapter 11

Case No. 2:09-bk-31131-bam  
Case No. 2:09-bk-31132-bam

(Jointly Administered Under  
Case No. 2:09-bk-31131-bam)

Adversary No: \_\_\_\_\_

(formerly Case No. 06-A-515417-  
C in the District Court, Clark  
County Nevada, Dept. 16)

**NOTICE OF REMOVAL**

1 Plaintiffs, HOTELS NEVADA, LLC and INNS NEVADA, LLC, hereby give  
 2 notice of removal of the entire civil action captioned Hotels Nevada, LLC, Inns Nevada, LLC,  
 3 and Silverleaf Development, Inc. v. L.A. Pacific Center, Inc., Richard Alter, and Does 1 through  
 4 10, Case No. 06-A-515417-C (the “Nevada Action”), from the District Court, Clark County,  
 5 Nevada (the “Nevada Court”) to the United States Bankruptcy Court for the District of Nevada.<sup>1</sup>  
 6 Plaintiffs file this notice pursuant to 28 U.S.C. § 1452(a) and Fed. R. Bankr. P. 9027. A copy of  
 7 the Docket Report in the Nevada Action is attached hereto as “**Exhibit A**”.<sup>2</sup>

8 As grounds for removal of the Nevada Action, Plaintiffs state as follows:

- 9 1. Plaintiffs and Defendant, L.A. Pacific Center, Inc., are parties to the  
 10 Nevada Action.
- 11 2. The Nevada Action is essentially an action for claims and counter-claims  
 12 related to an alleged agreement to sell/purchase Nevada real property.
- 13 3. Plaintiffs and Defendant were parties to the civil action captioned Hotels  
 14 Nevada, LLC and Inns Nevada, LLC v. L.A. Pacific Center, Inc., BC332914 (the “California  
 15 Action”), in the Superior Court, Los Angeles County, California (the “California Court”), that  
 16 involves substantially similar claims and facts as the Nevada Action.<sup>3</sup>
- 17 4. The Nevada Supreme Court stayed the Nevada Action, pending resolution  
 18 of the California Action.

19  
 20 <sup>1</sup> Although the express language of 28 U.S.C. § 1452(a) refers to removal to the district court, removal  
 21 directly to the bankruptcy court is proper because (i) the bankruptcy court is a unit of the district court; (ii) the district  
 22 automatically refers bankruptcy jurisdiction to the bankruptcy court; and (iii) the definition in FED. R. BANKR. P.  
 23 9001(3) of “clerk” means the bankruptcy clerk, if one has been appointed. See In re Princess Louise Corp., 77 B.R.  
 24 766, 768 (Bankr. C.D. Cal. 1987) (“All of the judicial districts in the United States . . . have adopted general orders  
 25 referring to the bankruptcy courts all matters within the scope of section 157(a). Where such an order is in effect,  
 26 removal is made directly to the bankruptcy court.”); In re Aztec Industries, Inc., 84 B.R. 464, 668 (N. D. Ohio 1987)  
 27 (citing cases); 10 COLLIER ON BANKRUPTCY § 9027.03 (citing cases and stating: “Since Rule 9001(3) defines clerk as  
 28 the bankruptcy clerk, and the bankruptcy court is a unit of the district court, [] the notice of removal is filed with the  
 bankruptcy clerk rather than the district court clerk. The removed matter is opened by the clerk as a separate  
 adversary proceeding and the rules of Part VII of the Federal Rules of Bankruptcy Procedure apply.”).

<sup>2</sup> The complete record of pleadings and documents filed in the Nevada Action are voluminous and the  
 Plaintiffs are in the process of compiling them. The Plaintiffs will file the complete record of the Nevada Action  
 pleadings with this Court within thirty (30) days from the date of this filing, unless otherwise ordered by this Court.

<sup>3</sup> The California Action is in the process of being removed from the California Court to the United States  
 Bankruptcy Court for the Central District of California (the “California Bankruptcy Court”). Plaintiffs intend to  
 immediately move the California Bankruptcy Court to transfer venue of the California Action to this Court. Plaintiffs  
 reserve the right to seek consolidation of the California Action with the Nevada Action in this Court.

1           5.       The California Court ordered arbitration of the California Action, and the  
2       aribitral panel subsequently entered an award against Plaintiffs in the amount of \$140,371,269.

3           6.       On November 5, 2009 (the "Petition Date"), Plaintiffs filed petitions under  
4       Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of  
5       Nevada, Case No. 2:09-bk-31131-bam (Hotels) and Case No. 2:09-bk-31132-bam (Inns), which  
6       are jointly administered under Case No. 2:09-bk-31131-bam.

7           7.       On November 6, 2009, one day after the Petition Date, Defendant filed its  
8       "Verified Petition (1) to Confirm Arbitration Awards, and (2) for Entry of Judgment Thereon"  
9       (the "Verified Petition") in the California Court.

10          8.       Plaintiffs intend to move to vacate the arbitration award and to object to the  
11       Verified Petition.<sup>4</sup>

12          9.       Removal of the Nevada Action is proper because the Nevada Action arises  
13       in and relates to "core proceedings" over which this Court has jurisdiction under 28 U.S.C.  
14       §§ 1334(b) and 157(b)(2)(A), (B), (C), (E), (G), (M), and (O).

15          10.      The Nevada Action was commenced prior to the Petition Date, and this  
16       Notice has been filed within 90 days after entry of the order for relief.

17          11.      This Notice has been served on all parties to the Nevada Action through  
18       their counsel of record.

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25       <sup>4</sup>       On November 13, 2009, Plaintiffs filed the "Debtors' Emergency Motion For Order Regarding Application  
26       Of The Automatic Stay" (the "Determination Motion") in this Court, whereby Plaintiffs seek a judicial determination  
27       (i) that the filing of the Verified Petition violated the automatic stay of 11 U.S.C. §362(a), and (ii) that the Verified  
28       Petition, together with all deadlines, schedules, process and orders relating to the Verified Petition in the California  
      Court, are void as a matter of law. This Court has set a hearing on the Determination Motion for December 8, 2009.  
      Plaintiffs reserve all their rights with respect to the arbitration award, the Verified Petition, and the Determination  
      Motion, and nothing in this Notice may be construed as a waiver of those rights.

1                   12.     A copy of this Notice has been filed with the Clerk of the District Court,  
2     Clark County, Nevada.

3                   RESPECTFULLY SUBMITTED this 23rd day of November, 2009.

4                             James A. Ryan  
5                             Brian Sirower  
6                             Edward A. Salanga  
7                             Catherine M. Guastello  
8                             QUARLES & BRADY LLP  
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12                            -and-

13                            GOLDSMITH & GUYMON, P.C.  
14                            2055 Village Center Circle  
15                            Las Vegas, NV 89134

16                            By /s/ Marjorie Guymon  
17                                 Marjorie Guymon

18                            Proposed Attorneys for Hotels Nevada, LLC and  
19                            Inns Nevada, LLC  
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**CERTIFICATE OF SERVICE**

I hereby certify that on November 23, 2009, I served a true and correct copy of the  
“Notice Of Removal” by mailing a copy of same via e-mail and United States first-class mail,  
postage prepaid, to the following:

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